STATE OF NEW YORK DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on March 3, 2014.

Anthony Giardina
Executive Deputy Secretary of State

Rev. 06/13

02/25/03 TUE 17:05 PAX 1212 504 6068

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(0302260002)

CERTIFICATE OF REGISTRATION

OF

CADWALADER, WICKERSHAM & TAFT LLP UNDER SECTION 121-1500(a) OF THE PARTNERSHIP LAW

FIRST. The name of the registered limited liability partnership is: Cadwalader, Wickersham & Taft LLP.

SECOND. The address of the principal office of the partnership without limited partners is: 100 Maiden Lane, New York, New York 10038.

THIRD. The profession to be practiced by such partnership without limited partners is, the practice of law. Such partnership is eligible to register as a registered limited liability partnership pursuant to Section 121-1500(a) of the Partnership Law.

FOURTH. The Secretary of State is designated as agent of the partnership without limited partners upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against it or served upon it is:

Cadwalader, Wickersham & Taft LLP 100 Maiden Lane New York, New York 10038 Attention: Managing Partner

PIFTH. The partnership without limited partners is filing a registration for status as a registered limited liability partnership.

SIXTH. The effective date of this registration is: March 1, 2003.

SEVENTH. As authorized by subdivision (d) of Section 26 of the Partnership Law, the partners of Cadwalader, Wickersham & Taft LLP (the "Partnership") have agreed in their partnership agreement (the "Partnership Agreement") that, notwithstanding the provisions of subdivision (b) of Section 26 of the Partnership Law, all partners of the Partnership will be liable in their capacity as partners for specified debts, obligations or liabilities of the Partnership to the extent at least 66-2/3% of the voting partners (which shall include at least a majority of the partners) shall have agreed, acting in accordance with the Partnership Agreement. Except as

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otherwise provided in such agreement, any such agreement may be modified or revoked in accordance with subdivision (d) of Scotion 26 of the Purtnership Law to the extent at least 66-2/3% of the voting partners (which shall include at least a majority of the partners) shall have agreed, acting in accordance with the Partnership Agreement.

Robert O. Link, Jr. Chairman and Fartner 02/28/03 TUE 18:00 PAX 1212 504 6068

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CHRTIFICATE OF REGISTRATION

OF

CADWALADER, WICKERSHAM & TAFT LLP UNDER SECTION 121-1500(a) OF THE PARTNERSHIP LAW

FILED

Cadwalader, Wickersham & Taft 100 Maiden Lane New York, New York 10038

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STATE OF NEW YORK DEPARTMENT OF STATE

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WITNESS my hand and official seal of the Department of State, at the City of Albany, on March 3, 2014.

Anthony Giardina

Executive Deputy Secretary of State

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New York State
Department of State
Division of Conjunctions, State Resembs & UCC
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CERTIFICATE OF AMENDMENT OF

Cadvalader, Mickersham & Taft LLP

(Inter Name of Domestic Registered Limited Liability Permisship)

Under Section 121-1500(j) of the Parasiship Law

FIRST: The name of the registered limited liability posts Vickorsham & Taft LLP	
atend bridge & 1011 mil.	. If the name of the registered thro
liability partnership has been changed, the name under whi	ch it was registered is:
	<u> </u>
SECOND: The date the section of the section of	Hand with the Warmanian of Maria La
SECOND: The date the certificate of registration was f	ned with the Debatament of Parie is:
February 26, 2003	•
e des la marie de desente la la companya de la	rt digital sedan in sedan sedan manan dari badi berilang sedah basis dan dapa sementer bela
THIRD: Paragraph Fourth of the certificate of	f registration is amended to read as follows
Second: The address of the principal of	ffice of the northership without
Second: The address of the principal of	ffice of the northership without
Second: The address of the arthribal of	ffice of the northership without
Second: The address of the principal of partners is Cadvalader, Wickerships & 181 New York, New York 10281. Fourth: The Secretary of State is designed.	fice of the partnership without the LLP, the world Financial Cent
Second: The address of the principal of partners is Cadyalauer, wickership & let Hew York, New York 10281. Fourth: The Secretary of State is designated by thout limited partners upon whom process.	fice of the partnership without the control of the partnerships against it may be served.
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CERTIFICATE OF AMENDMENT

OF

CADWALADER, WICKERSHAM & TAFT LLP

Under Section 121-1500(j) of the Partnership Law

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Cadwalader, Wickersham & Taft LLP One World Financial Center New York, NY 10281

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